



**EUROPCAR GROUPE**

**Voting results**

**Ordinary and Extraordinary Annual Shareholders Meeting of Wednesday May 10, 2017**

**Quorum:** 71.25%

**Number of shares outstanding (excluding preferential shares with no voting right):** 146 124 626

**Number of shares with voting rights:** 145 424 626

**Number of shareholders present or represented or having voted by mail:** 661

**Number of shares and shareholders' votes present or represented or having voted by mail (Extraordinary Shareholders Meeting):** 103 629 526

#	Resolutions	Type	For		Against		Abstained		Result
			Votes	%	Votes	%	Votes	%	
1	Approval of the Company's financial statements for the year ended December 31, 2016	Ordinary	103,591,638	99.96%	2,241	0.00%	35,647	0.03%	Adopted
2	Approval of the consolidated financial statements for the year ended December 31, 2016	Ordinary	103,591,639	99.96%	2,240	0.00%	35,647	0.03%	Adopted
3	Appropriation of the results for the year ended December 31, 2016	Ordinary	103,591,206	99.96%	2,673	0.00%	35,647	0.03%	Adopted
4	Special distribution in an amount to be deducted from the share premium account	Ordinary	102,873,978	99.27%	719,601	0.69%	35,947	0.03%	Adopted
5	Approval of the regulated agreements and commitments referred to in Articles L. 225-86 et seq. of the French Commercial Code – Compensation payable to Mr. Philippe Germond after the termination of his duties as Chairman of the Management Board pursuant to his corporate officer contract entered into with the Company	Ordinary	94,039,793	90.75%	9,553,676	9.22%	36,057	0.03%	Adopted
6	Approval of the regulated agreements and commitments referred to in Articles L. 225-86 et seq. of the French Commercial Code – Corporate office contract of Mrs. Caroline Parot entered into with the Company following her appointment as Chairwoman of the Management Board	Ordinary	88,617,673	85.51%	14, 976,206	14.45%	35,647	0.03%	Adopted
7	Approval of the regulated agreements and commitments referred to in Articles L. 225-86 et seq. of the French Commercial Code – Compensation awarded by the Supervisory Board, at its meeting of February 24, 2016, to Mr. Pascal Bazin, a Supervisory Board member, under a special assistance mission for the implementation and monitoring of the Company's transformation plan	Ordinary	81,057,628	78.22%	22,535,341	21.75%	36,057	0.03%	Adopted

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8	Approval of the regulated agreements and commitments referred to in Articles L. 225-86 et seq. of the French Commercial Code – Compensation or benefits payable or likely to be payable in case of termination of the duties of Mr. Kenneth McCall as Management Board member and termination of any other duties within the Group	Ordinary	87,611,418	84.54%	15,982,051	15.42%	36,057	0.03%	Adopted
9	Approval of the regulated agreements and commitments referred to in Articles L. 225-86 et seq. of the French Commercial Code – Compensation or benefits payable or likely to be payable in case of termination of the duties of Mr. Fabrizio Ruggiero as Management Board member and termination of any other duties within the Group	Ordinary	87,611,699	84.54%	15,981,770	15.42%	36,057	0.03%	Adopted
10	Renewal of the term of office of Mr. Philippe Audouin as member of the Supervisory Board	Ordinary	94,917,547	91.59%	8,675,350	8.37%	36,629	0.04%	Adopted
11	Renewal of the term of office of Mrs. Virginie Fauvel as member of the Supervisory Board	Ordinary	103,513,500	99.89%	79,457	0.08%	36,569	0.04%	Adopted
12	Opinion on the components of the compensation due or awarded for the financial year ended December 31, 2016 to Mr. Philippe Germond in his capacity as Chairman of the Management Board until November 23, 2016 and following the termination of his duties as Chairman of the Management Board	Ordinary	81,735,176	78.87%	21,858,232	21.09%	36,118	0.03%	Adopted
13	Opinion on the components of the compensation due or awarded for the financial year ended December 31, 2016 to Mrs. Caroline Parot in her capacity as Member of the Management Board, and then from December 1, 2016 in her capacity as Chairwoman of the Management Board	Ordinary	82,055,352	79.18%	21,537,817	20.78%	36,357	0.04%	Adopted
14	Opinion on the components of the compensation due or awarded for the financial year ended December 31, 2016 to Mr. Kenneth McCall and Mr. Fabrizio Ruggiero in their capacities as Members of the Management Board and Company's Chief Executive Officers	Ordinary	82,054,114	79.18%	21,539,295	20.78%	36,117	0.03%	Adopted
15	Opinion on the components of the compensation due or awarded for the financial year ended December 31, 2016 to Mr. Jean-Paul Bailly in his capacity as Chairman of the Supervisory Board	Ordinary	99,088,416	95.62%	4,504,371	4.35%	36,739	0.04%	Adopted
16	Approval of the principles and criteria for determination, allocation and granting of the fixed, variable and exceptional components of the total compensation and the benefits of all kinds, that may be granted to the members of the Management Board	Ordinary	82,770,426	79.87%	20,822,531	20.09%	36,569	0.04%	Adopted

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17	Approval of the principles and criteria for determination, allocation and granting of the fixed, variable and exceptional components of the total compensation and the benefits of all kinds, that may be granted to the members of the Supervisory Board	Ordinary	100,450,099	96.93%	3,142,857	3.03%	36,570	0.04%	Adopted
18	Authorization of a program allowing the Company to buy back its own shares	Ordinary	82,490,142	79.60%	21,103,737	20.36%	35,647	0.03%	Adopted
19	Delegation of authority to the Management Board to increase the share capital through the incorporation of reserves, profits or issue, merger or contribution premiums	Extraordinary	91,111,565	87.92%	12,482,313	12.05%	35,648	0.03%	Adopted
20	Delegation of authority to the Management Board to increase the share capital through the issuance of shares and/or equity securities that give rights to other securities or give rights to the award of debt securities and other securities giving rights to equity securities to be issued by the Company, maintaining preferential subscription rights	Extraordinary	98,364,026	94.92%	5,229,853	5.05%	35,647	0.03%	Adopted
21	Delegation of authority to the Management Board to increase the share capital through the issuance of shares and/or equity securities that give rights to other equity securities or give rights to the award of debt securities and other securities giving rights to equity securities to be issued, with cancellation of preferential subscription rights and public offering, or as part of a public offer involving an exchange component	Extraordinary	84,669,450	81.70%	18,923,719	18.6%	36,357	0.04%	Adopted
22	Delegation of authority to the Management Board to increase the share capital through the issuance of shares and/or equity securities of the Company that give rights to other equity securities or give rights to the award of debt securities and/or securities giving rights to equity securities to be issued, with cancellation of the preferential subscription right as part of an offering provided in Section II of Article L. 411-2 of the French Monetary and Financial Code	Extraordinary	83,575,612	80.65%	20 017 497	19.32%	36,417	0.04%	Adopted
23	Authorization to the Management Board, in the event of issue of shares and/or equity securities that give rights to other equity securities or give rights to the award of debt securities and/or securities giving rights to equity securities to be issued, without preferential subscription right, to set the issue price up to 10% of share capital	Extraordinary	85,151,044	82.17%	18 442 775	17.80%	35,707	0.03%	Adopted
24	Increase in the number of shares and/or equity securities that give rights to the award of debt securities and/or securities giving rights to equity securities, to be issued in the event of capital increase with or without preferential subscription rights for shareholders	Extraordinary	83,691,856	80.76%	19 901 253	19.20%	36,417	0.04%	Adopted

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25	Delegation of power to the Management Board to increase the share capital through the issuance of shares and/or equity securities that give rights to other equity securities or give rights to the award of debt securities and other securities giving rights to equity securities to be issued, with cancellation of the preferential subscription right, as for remunerating contributions in kind granted to the Company	Extraordinary	97,714,528	94.29%	5 879 291	5.67%	35,707	0.03%	Adopted
26	Delegation of authority to the Management Board to increase the share capital through the issuance of shares and/or other securities giving rights to capital reserved for participants in a company savings plan, with cancellation of the preferential subscription right in favor of the plan participants	Extraordinary	103,501,009	99.88%	92 570	0.09%	35,947	0.03%	Adopted
27	Delegation of authority to the Management Board to increase the share capital, with cancellation of the preferential subscription right for shareholders, with the securities issued being reserved for categories of beneficiaries within the framework of an employee shareholding operation	Extraordinary	103,501,442	99.88%	92 377	0.09%	35,707	0.03%	Adopted
28	Total limits on the amount of the issues completed pursuant to the 20th to 27th resolutions	Extraordinary	96,956,910	93.56%	6 636 909	6.40%	35,707	0.03%	Adopted
29	Authorization for the Management Board to reduce share capital by cancellation of the shares purchased under share buyback program	Extraordinary	103,239,690	99.62%	353 779	0.34%	36,057	0.03%	Adopted
30	Powers for legal formalities	Ordinary and Extraordinary	103,591,563	99.96%	2 316	0.00%	35,647	0.03%	Adopted